

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
)
Debtors.) Objections due: October 21, 2002 at 4:00 p.m.
Hearing date: To be scheduled, only if objections are
timely filed and served.

**SUMMARY APPLICATION OF NELSON MULLINS RILEY & SCARBOROUGH,
L.L.P. FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS SPECIAL COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE
FIRST INTERIM PERIOD, FROM AUGUST 1, 2002 THROUGH AUGUST 31, 2002,
FOR THE QUARTER OF JULY, 2002 – SEPTEMBER, 2002**

Name of Applicant: Nelson Mullins Riley & Scarborough,
L.L.P.

Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors and
Debtors-in-Possession

Date of Retention: July 19, 2001

Period for which compensation and
reimbursement is sought: August 1, 2002 through August 31, 2002

Amount of Compensation sought as actual,
reasonable, and necessary: \$8,290.40 (80% of \$10,363.00)

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GIISC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Amount of expense reimbursement sought as \$169.79 for the period
actual, reasonable, and necessary:

This is a x monthly interim final application.

The total time expended for the preparation of this application is approximately 7.0
hours, and the corresponding estimated compensation *that will be requested in a future*
application is approximately \$ 1,025.00.

Prior fee applications:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
October 17, 2001	July 19, 2001 – July 31, 2001	\$28,316.50	\$234.68	\$22,653.20	\$234.68
October 17, 2001	August 1, 2001- August 31, 2001	\$69,119.50	\$1,196.84	\$55,295.60	\$1,196.84
October 17, 2001	May 1, 2001- June 30, 2001	\$13,762.50	\$2,155.05	\$11,010.00	\$2,155.05
December 19, 2001	October 1, 2001- October 31, 2001	\$67,906.50	\$1,348.82	\$54,325.20	\$1,348.82
January 23, 2002	November 1, 2001- November 30, 2001	\$26,792.00	\$168.41	\$21,433.60	\$168.41
February 26, 2002	December 1, 2001- December 31, 2001	\$24,895.00	\$673.51	\$19,916.00	\$673.51
May 1, 2002	January 1, 2002- January 31, 2002	\$21,009.00	\$147.52	\$16,807.20	\$147.52
June 18, 2002	February 1, 2002- February 28, 2002	\$24,897.00	\$122.30	\$19,917.60	\$122.30
June 18, 2002	March 1, 2002 – March 31, 2002	\$17,003.00	\$52.22	\$13,602.40	\$52.22
June 25, 2002	September 1, 2001-September 30, 2001	\$31,625.50	\$488.83	\$25,300.40	\$488.83
June 25, 2002	April 1, 2002- April 30, 2002	\$17,827.00	\$345.71	\$14,261.60	\$345.71
June 26, 2002	January 1, 2002- March 31, 2002	\$62,909.00	\$322.04	Pending	Pending
July 2, 2002	May 1, 2002- May 31, 2002	\$27,070.00	\$177.64	\$21,656.00	\$177.64
August 14, 2002	June 1, 2002 June 30, 2002	\$15,496.50	\$178.39	\$15,496.50	\$178.39
August 29, 2002	July 1, 2002 – July 31, 2002	\$18,481.50	\$225.82	\$18,481.50	\$225.82
September 20, 2002	April 1, 2002 – June 30, 2002	\$60,393.50	\$701.74	Pending	Pending

The Nelson Mullins Riley & Scarborough, L.L.P. attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
Rose-Marie T. Carlisle	Of-Counsel	18 years	Environmental	\$220.00	11.60	\$2,552.00
David M. Cleary	Partner	20 years	Environmental	\$290.00	4.40	\$1,276.00
Bernard F. Hawkins, Jr.	Partner	11 years	Environmental	\$240.00	12.90	\$3,096.00

Grand Total for Fees: \$6,924.00

Blended Rate: \$239.58

The Nelson Mullins Riley & Scarborough, L.L.P. paraprofessionals who rendered professional services in these cases during the Fee Period are:

Karen Brown	Paralegal	13 years	Environmental	\$125.00	26.60	\$3,325.00
Laurie K. Thomas	Paralegal	7 years	Environmental	\$ 95.00	1.20	\$114.00

Grand Total for Fees: \$3,439.00

Blended Rate: \$ 123.71

Matter Number	Matter	Total Hours	Total Fees Requested
02399/06000	General	1.40	356.00
02399/06003	Beaco Road Site	.40	116.00
02399/06012	Owensboro Site Management	1.30	312.00
02399/06018	Western Mineral Products Site	1.00	290.00
02399/06030	Aiken-Title V Permit App. Iss	7.10	1,530.00
02399/06032	Charleston	17.60	4,057.00
02399/06091	Fee Applications	27.90	3,702.00
TOTAL		56.70	\$10,363.00

Expense Summary

Description	Amount
Telephone	S 43.51
Standard Copies	72.00
Outside Services	10.00
Federal Express	20.28
Courier-In	24.00
Total	\$169.79

NELSON

Nelson Mullins Riley & Scarborough, L.L.P.

MULLINS

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID No. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.
 ATTN: Lydia Duff, Esq.
 Senior Environmental Counsel
 7500 Grace Drive
 Columbia, MD 21044

September 23, 2002
 Invoice 523725 Page 1

Our Matter # 02399/06000
 WR Grace # 063-KL-721490-01-501251
 Name of Matter: General

For Services Through 08/31/02

08/07/02	Receive voice message from Mr. Emmett (0.1); discuss historical issues regarding site tracking and reserves with Mr. Emmett (0.3). D.M. CLEARY	0.40 hrs.	290.00/hr	\$116.00
08/27/02	Review issues with Attorney Willis concerning EPA request for verification that payment was made at Hardin Superfund Site in York County (0.2); review research assignment with paralegal (0.3). B.F. HAWKINS, JR.	0.50 hrs.	240.00/hr	\$120.00
08/29/02	Discussion with Attorney Cleary concerning verifying status of payments made to EPA in Hinson Chemical Site in response to inquiries by EPA (0.3); discuss document review with paralegal (0.2). B.F. HAWKINS, JR.	0.50 hrs.	240.00/hr	\$120.00
Fees for Legal Services.....				\$356.00

BILLING SUMMARY

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
B.F. HAWKINS, JR.	1.00	240.00	240.00
D.M. CLEARY	0.40	290.00	116.00
TOTAL	1.40	\$254.29	\$356.00

Net current billing for this invoice..... **\$356.00**

W. R. Grace & Co.

September 23, 2002
Invoice 523725 Page 2**REMITTANCE COPY**

Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE
 NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
 P.O. DRAWER 11009
 COLUMBIA, SOUTH CAROLINA 29211-1070
 TELEPHONE (803) 799-2000

For Services Through 08/31/02

Our Matter # 02399/06000
 General

Fees for Professional Services	\$356.00
Charges for Other Services Provided/Expenses Incurred	\$0.00

Net current billing for this invoice..... **\$356.00**

WIRING INSTRUCTIONS

Account Name: Nelson Mullins Riley & Scarborough, L.L.P.
 Columbia Operating Account
ABA#: 053200666
Account #: 04032 24077 01
Bank: National Bank of South Carolina (NBSC), Sumter, SC

ACCOUNTS RECEIVABLE RECAP

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
467882	09/27/2001	2,489.37	489.60
469520	10/09/2001	6,207.89	1,239.40
469786	10/09/2001	2,536.03	494.50
478642	11/27/2001	855.05	169.00
481795	12/14/2001	684.31	129.80
484313	01/25/2002	143.70	28.30
493884	03/20/2002	8,099.83	1,605.72
498375	04/16/2002	1,574.72	314.70
499687	04/19/2002	1,055.69	206.30
523725	09/23/2002	356.00	356.00
TOTAL A/R BALANCE			\$5,033.32

NELSON

Nelson Mullins Riley & Scarborough, L.L.P.

MULLINS

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID No. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.
ATTN: Lydia Duff, Esq.
Senior Environmental Counsel
7500 Grace Drive
Columbia, MD 21044

September 18, 2002
Invoice 523726 Page 1

Our Matter # 02399/06003
WR Grace # 063-KL-721490-01-501270
Name of Matter: Beaco Road Site

For Services Through 08/31/02

08/14/02	Review agenda and calendar Steering Committee meeting. D.M. CLEARY	0.10 hrs.	290.00/hr	\$29.00
08/15/02	Attend Beaco Road Steering Committee Meeting. D.M. CLEARY	0.30 hrs.	290.00/hr	\$87.00

Fees for Legal Services..... **\$116.00**

BILLING SUMMARY

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
D.M. CLEARY	0.40	290.00	116.00
TOTAL	0.40	\$290.00	\$116.00

Net current billing for this invoice..... **\$116.00**

W. R. Grace & Co.

September 18, 2002
Invoice 523726 Page 2**REMITTANCE COPY**

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 NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
 P.O. DRAWER 11009
 COLUMBIA, SOUTH CAROLINA 29211-1070
 TELEPHONE (803) 799-2000

For Services Through 08/31/02

Our Matter # 02399/06003
 Beaco Road Site

Fees for Professional Services	\$116.00
Charges for Other Services Provided/Expenses Incurred	\$0.00

Net current billing for this invoice.....	<u>\$116.00</u>
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WIRING INSTRUCTIONS

Account Name: Nelson Mullins Riley & Scarborough, L.L.P.
 Columbia Operating Account
ABA#: 053200666
Account #: 04032 24077 01
Bank: National Bank of South Carolina (NBSC), Sumter, SC

ACCOUNTS RECEIVABLE RECAP

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
464915	09/13/2001	1,101.45	219.99
466678	09/21/2001	3,669.70	833.90
469740	10/09/2001	1,054.50	194.70
478644	11/27/2001	347.00	69.40
481796	12/14/2001	644.00	128.80
484314	01/25/2002	252.99	48.40
493885	03/14/2002	281.50	56.30
498376	04/13/2002	546.14	109.20
499688	04/19/2002	274.59	53.70
502852	05/10/2002	1,367.25	293.00
508355	06/14/2002	304.00	304.00
514740	07/23/2002	72.00	72.00
523726	09/18/2002	116.00	116.00
TOTAL A/R BALANCE			\$2,499.39

NELSON

Nelson Mullins Riley & Scarborough, L.L.P.

MULLINS

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ATTORNEYS AND COUNSELORS AT LAW

TAX ID No. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.
ATTN: Lydia Duff, Esq.
Senior Environmental Counsel
7500 Grace Drive
Columbia, MD 21044

September 18, 2002
Invoice 523727 Page 1

Our Matter # 02399/06012
WR Grace # 001-KL-721200-00-100128
Name of Matter: Owensboro Site Management

For Services Through 08/31/02

08/27/02 Review settlement agreement between Sierra Club and EPA with reference to 112(j) applicability and potential impacts of decision on first compliance date of MON requirements (0.5); discussions with various counsel involved in litigation to determine if submission of Startup, Shutdown and Malfunction plans will change first applicability date (0.8).
B.F. HAWKINS, JR. 1.30 hrs. 240.00/hr \$312.00

Fees for Legal Services..... \$312.00

BILLING SUMMARY

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
B.F. HAWKINS, JR.	1.30	240.00	312.00
TOTAL	1.30	\$240.00	\$312.00

Net current billing for this invoice..... \$312.00

W. R. Grace & Co.

September 18, 2002
Invoice 523727 Page 2**REMITTANCE COPY**

Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE
 NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
 P.O. DRAWER 11009
 COLUMBIA, SOUTH CAROLINA 29211-1070
 TELEPHONE (803) 799-2000

For Services Through 08/31/02

Our Matter # 02399/06012
 Owensboro Site Management

Fees for Professional Services	\$312.00
Charges for Other Services Provided/Expenses Incurred	\$0.00

Net current billing for this invoice.....	<u>\$312.00</u>
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WIRING INSTRUCTIONS

Account Name: Nelson Mullins Riley & Scarborough, L.L.P.
 Columbia Operating Account
ABA#: 053200666
Account #: 04032 24077 01
Bank: National Bank of South Carolina (NBSC), Sumter, SC

ACCOUNTS RECEIVABLE RECAP

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
464582	09/12/2001	0.10	0.10
464597	09/12/2001	84.20	16.50
466681	09/21/2001	187.00	37.40
469742	10/09/2001	88.00	17.60
484316	01/11/2002	78.24	15.30
498378	04/16/2002	4,106.06	820.80
499689	04/19/2002	6,869.35	4,954.80
502854	05/10/2002	3,504.00	700.80
508357	06/20/2002	1,456.00	1,456.00
523727	09/18/2002	312.00	312.00
TOTAL A/R BALANCE			\$8,331.30

NELSON

Nelson Mullins Riley & Scarborough, L.L.P.

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ATTORNEYS AND COUNSELORS AT LAW

TAX ID No. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.
 ATTN: Robert A. Emmett, Esq.
 Senior Environmental Counsel
 7500 Grace Drive
 Columbia, MD 21044

September 18, 2002
 Invoice 523728 Page 1

Our Matter # 02399/06018
 WR Grace # 001-KL-721490-01-501660
 Name of Matter: Western Mineral Products Site

For Services Through 08/31/02

07/31/02 Discussion with Mr. Marriam regarding questions from bankruptcy counsel concerning EPA activities at the site (0.3); discussion with bankruptcy counsel regarding costs and standards used by EPA in preparation for upcoming depositions (0.7).
 D.M. CLEARY 1.00 hrs. 290.00/hr \$290.00

Fees for Legal Services..... \$290.00

BILLING SUMMARY

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
D.M. CLEARY	1.00	290.00	290.00
TOTAL	1.00	\$290.00	\$290.00

CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED

08/28/2002 VENDOR: Genesys Conferencing, Inc.; INVOICE#: 1-2961; DATE: 25.50
 08/28/2002 - Conference call re: Western Minerals

Total Charges for Other Services Provided/Expenses Incurred..... \$25.50

DISBURSEMENT SUMMARY

<u>Description</u>	<u>Dollars</u>
Telephone - Out	25.50
TOTAL	\$25.50

Net current billing for this invoice..... \$315.50

W. R. Grace & Co.

September 18, 2002
Invoice 523728 Page 2**REMITTANCE COPY**

Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE
 NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
 P.O. DRAWER 11009
 COLUMBIA, SOUTH CAROLINA 29211-1070
 TELEPHONE (803) 799-2000

For Services Through 08/31/02

Our Matter # 02399/06018
 Western Mineral Products Site

Fees for Professional Services	\$290.00
Charges for Other Services Provided/Expenses Incurred	\$25.50

Net current billing for this invoice.....	<u>\$315.50</u>
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WIRING INSTRUCTIONS

Account Name: Nelson Mullins Riley & Scarborough, L.L.P.
 Columbia Operating Account
ABA#: 053200666
Account #: 04032 24077 01
Bank: National Bank of South Carolina (NBSC), Sumter, SC

ACCOUNTS RECEIVABLE RECAP

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
466683	09/27/2001	6,245.89	1,246.60
469521	10/09/2001	22.40	4.40
469787	10/09/2001	1,188.10	235.00
478909	11/29/2001	5,392.50	1,070.40
523728	09/18/2002	315.50	315.50
TOTAL A/R BALANCE			\$2,871.90

NELSON

Nelson Mullins Riley & Scarborough, L.L.P.

MULLINS

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID No. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.
 ATTN: Lydia Duff, Esq.
 Senior Environmental Counsel
 7500 Grace Drive
 Columbia, MD 21044

September 18, 2002
 Invoice 523729 Page 1

Our Matter # 02399/06030 For Services Through 08/31/02
 WR Grace # 032-KL-721400-00-5250472
 Name of Matter: Aiken-Title V Permit App. Iss

08/16/02	Review Title V compliance certification issues with Mr. Fishel (0.4); research and review information concerning permit terms and conditions related to periodic monitoring and pressure drop ranges and how these ranges are being treated in other context (2.8). B.F. HAWKINS, JR.	3.20 hrs.	240.00/hr	\$768.00
08/16/02	Research for information regarding pressure drop readings for Attorney Hawkins' review (0.8); discuss findings of document review with Attorney Hawkins (0.4). L.K. THOMAS	1.20 hrs.	95.00/hr	\$114.00
08/19/02	Research on legal significance to pressure drop readings that are outside of ranges designated in Title V permit. B.F. HAWKINS, JR.	2.10 hrs.	240.00/hr	\$504.00
08/30/02	Work on language to add to Title V compliance certification addressing pressure drop readings. B.F. HAWKINS, JR.	0.60 hrs.	240.00/hr	\$144.00
Fees for Legal Services.....				\$1,530.00

BILLING SUMMARY

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
B.F. HAWKINS, JR.	5.90	240.00	1,416.00
L.K. THOMAS	1.20	95.00	114.00
TOTAL	7.10	\$215.49	\$1,530.00

CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED

08/21/2002	Telephone 1-803-648-9575	0.17
Total Charges for Other Services Provided/Expenses Incurred.....		\$0.17

DISBURSEMENT SUMMARY

<u>Description</u>	<u>Dollars</u>
Telephone	0.17
TOTAL	\$0.17

Net current billing for this invoice.....	<u>\$1,530.17</u>
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W. R. Grace & Co.

September 18, 2002
Invoice 523729 Page 2**REMITTANCE COPY**

Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE
 NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
 P.O. DRAWER 11009
 COLUMBIA, SOUTH CAROLINA 29211-1070
 TELEPHONE (803) 799-2000

For Services Through 08/31/02

Our Matter # 02399/06030
 Aiken-Title V Permit App. Iss

Fees for Professional Services	\$1,530.00
Charges for Other Services Provided/Expenses Incurred	\$0.17

Net current billing for this invoice.....	<u>\$1,530.17</u>
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WIRING INSTRUCTIONS

Account Name: Nelson Mullins Riley & Scarborough, L.L.P.
 Columbia Operating Account
ABA#: 053200666
Account #: 04032 24077 01
Bank: National Bank of South Carolina (NBSC), Sumter, SC

ACCOUNTS RECEIVABLE RECAP

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
464912	09/13/2001	3,298.40	10.35
466688	09/21/2001	55.30	11.00
523729	09/18/2002	1,530.17	1,530.17
TOTAL A/R BALANCE			\$1,551.52

NELSON

Nelson Mullins Riley & Scarborough, L.L.P.

MULLINS

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID No. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.
ATTN: Lydia Duff, Esq.
Senior Environmental Counsel
7500 Grace Drive
Columbia, MD 21044

September 23, 2002
Invoice 523730 Page 1

Our Matter # 02399/06032
WR Grace # 063-KL-721490-01-0501221
Name of Matter: Charleston

For Services Through 08/31/02

07/30/02	Review e-mail correspondence regarding Record of Decision questions posed by client (0.2); discuss the applicable law and regulations, and existing Consent Agreement with Attorney Hawkins to assist him in formulating response (0.9). D.M. CLEARY	1.10 hrs.	290.00/hr	\$319.00
07/30/02	Review and analyze e-mail from Mr. Bucens regarding status of DHEC's issuance of ROD for Charleston site and issues concerning execution of new Consent Order (0.5); review e-mail and review with Attorney Cleary (0.9); respond to Mr. Bucens (0.3). B.F. HAWKINS, JR.	1.70 hrs.	240.00/hr	\$408.00
08/02/02	Review legal research assignment with Attorney Carlisle regarding locating language in recent Consent Orders or Administrative Orders utilized by DHEC to implement Record of Decision to be reviewed for purposes of analysis of conditions requiring implementation of Record of Decision for Charleston site. B.F. HAWKINS, JR.	0.40 hrs.	240.00/hr	\$96.00
08/02/02	Conference call with Mr. Bucens, Mr. Obradovic, Ms. Saucier and Ms. Duff to review issues for proceeding with DHEC in light of anticipated issuance of Record of Decision. B.F. HAWKINS, JR.	0.80 hrs.	240.00/hr	\$192.00
08/02/02	Confer with Attorney Hawkins regarding changes in consent orders for DHEC-lead CERCLA clean-ups (0.4); determine availability of recent DHEC consent orders within firm (0.3). R.T. CARLISLE	0.70 hrs.	220.00/hr	\$154.00
08/05/02	Review e-mailed comments by DHEC regarding our objections to the remedy. D.M. CLEARY	0.20 hrs.	290.00/hr	\$58.00
08/05/02	Review e-mail from Mr. Bucens regarding Ms. Canova's response to discussion on preparation of ROD and position on Consent Order (0.3); review status of obtaining information on form language used in recent DHEC Consent Orders with Attorney Carlisle (0.2); review Ms. Canova's response to questions in light of comments and formal comments submitted by Grace on proposed remedy (0.4). B.F. HAWKINS, JR.	0.90 hrs.	240.00/hr	\$216.00

W. R. Grace & Co.

September 23, 2002
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08/05/02	Review recent Superfund case files to review potentially relevant consent order language (0.6); confer with Attorney Hawkins regarding same (0.2); inquiries of other attorneys concerning same (0.3); verify unavailability through DHEC web site and Lexis (0.4); draft Freedom of Information request for recent consent orders (0.1); electronic mail memorandum to Attorney Hawkins regarding same (0.1); review electronic mail memorandum from Mr. Bucens regarding remedy selection issues and offer comments and suggestions to Attorney Hawkins regarding strategic implications (0.3). R.T. CARLISLE	2.00 hrs.	220.00/hr	\$440.00
08/07/02	Confer with Attorney Hawkins regarding sample consent orders and draft Freedom of Information request to obtain same. R.T. CARLISLE	0.20 hrs.	220.00/hr	\$44.00
08/10/02	Review 1989 Consent Order and sample 2001 Consent Order and highlight differences. R.T. CARLISLE	0.90 hrs.	220.00/hr	\$198.00
08/12/02	Outline features likely to be considered by DHEC for inclusion in current consent agreements and consent orders (0.3); review list of state-lead Superfund sites and highlight those to request file review under FOIA (0.3); draft FOIA request for same (0.2). R.T. CARLISLE	0.80 hrs.	220.00/hr	\$176.00
08/19/02	Discussion with Mr. Truesdale of DHEC to review issues associated with possible ways to move forward with execution of Record of Decision without need for appeal (0.6); provide update on status of discussions (0.3). B.F. HAWKINS, JR.	0.90 hrs.	240.00/hr	\$216.00
08/23/02	Review files at DHEC pursuant to Freedom of Information Act involving sites at which groundwater not remediated despite burial of waste in groundwater. R.T. CARLISLE	2.80 hrs.	220.00/hr	\$616.00
08/28/02	Confer with DHEC FOIA office regarding scheduling further review of files for DHEC-lead sites. R.T. CARLISLE	0.10 hrs.	220.00/hr	\$22.00
08/29/02	Review files for consent orders and clean-up requirements at DHEC pursuant to FOIA request. R.T. CARLISLE	4.10 hrs.	220.00/hr	\$902.00
Fees for Legal Services.....				\$4,057.00

BILLING SUMMARY

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
B.F. HAWKINS, JR.	4.70	240.00	1,128.00
D.M. CLEARY	1.30	290.00	377.00
R.T. CARLISLE	11.60	220.00	2,552.00
TOTAL	17.60	\$230.51	\$4,057.00

CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED

07/22/2002	Courier charge	12.00
07/22/2002	Courier charge	12.00
08/02/2002	Telephone 1-601-352-8646	16.64
08/06/2002	Photocopies 33 Page(s)	1.65

W. R. Grace & Co.

September 23, 2002
Invoice 523730 Page 3

08/09/2002	Photocopies 75 Page(s)	3.75
08/09/2002	Photocopies 1 Page(s)	0.05
08/10/2002	Photocopies 14 Page(s)	0.70
08/12/2002	Photocopies 52 Page(s)	2.60
08/13/2002	Telephone 1-617-498-2667	0.97
08/15/2002	Photocopies 2 Page(s)	0.10
08/15/2002	VENDOR: SC DHEC; INVOICE#: Q014138-2; DATE: 08/15/2002 - Documents from FOIA request	10.00
08/16/2002	Photocopies 1 Page(s)	0.05
08/20/2002	Photocopies 2 Page(s)	0.10

Total Charges for Other Services Provided/Expenses Incurred..... \$60.61

DISBURSEMENT SUMMARY

<u>Description</u>	<u>Dollars</u>
Photocopies	9.00
Courier - In	24.00
Service	10.00
Telephone	17.61
TOTAL	\$60.61

Net current billing for this invoice..... \$4,117.61

W. R. Grace & Co.

September 23, 2002
Invoice 523730 Page 4**REMITTANCE COPY**

Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE
 NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
 P.O. DRAWER 11009
 COLUMBIA, SOUTH CAROLINA 29211-1070
 TELEPHONE (803) 799-2000

For Services Through 08/31/02

Our Matter # 02399/06032
 Charleston

Fees for Professional Services	\$4,057.00
Charges for Other Services Provided/Expenses Incurred	\$60.61

Net current billing for this invoice.....	<u>\$4,117.61</u>
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WIRING INSTRUCTIONS

Account Name: Nelson Mullins Riley & Scarborough, L.L.P.
 Columbia Operating Account
ABA#: 053200666
Account #: 04032 24077 01
Bank: National Bank of South Carolina (NBSC), Sumter, SC

ACCOUNTS RECEIVABLE RECAP

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
466690	09/21/2001	1,103.51	209.40
469747	10/17/2001	6,696.45	1,334.10
481662	12/18/2001	14,609.12	524.62
485816	01/24/2002	477.05	477.05
487272	01/31/2002	12,999.68	2,509.60
493891	03/28/2002	9,763.51	1,947.10
498385	04/16/2002	3,438.49	679.30
499683	04/19/2002	5,483.68	1,095.70
502858	05/10/2002	5,685.17	1,070.40
508364	06/21/2002	4,710.07	4,710.07
514743	07/23/2002	8,274.76	8,274.76
518010	08/15/2002	10,057.75	10,057.75
523730	09/23/2002	4,117.61	4,117.61
TOTAL A/R BALANCE			\$37,007.46

NELSON

Nelson Mullins Riley & Scarborough, L.L.P.

MULLINS

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID No. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.
 ATTN: Lydia Duff, Esq.
 Senior Environmental Counsel
 7500 Grace Drive
 Columbia, MD 21044

September 18, 2002
 Invoice 523731 Page 1

Our Matter # 02399/06091
 Name of Matter: Fee Applications

For Services Through 08/31/02

07/29/02	Review Mr. Port's correspondence and edit outstanding invoices spreadsheet. K. BROWN	1.00 hrs.	125.00/hr	\$125.00
07/29/02	Review PACER for recent filings. K. BROWN	0.30 hrs.	125.00/hr	\$37.50
08/01/02	Review PACER for recent filings. K. BROWN	0.30 hrs.	125.00/hr	\$37.50
08/02/02	Review PACER for recent filings. K. BROWN	0.30 hrs.	125.00/hr	\$37.50
08/05/02	Review PACER for recent filings (0.3); review and edit quarterly filings (September 2001 and December 2001) documents (2.0); e-mail revised documents to Attorney Cleary for review and distribution (0.3); review invoices and prepare June 2002 Monthly Fee Application documents (1.4). K. BROWN	4.00 hrs.	125.00/hr	\$500.00
08/06/02	Prepare final June 2002 monthly filing fee documents (2.7); e-mail documents to Attorney Cleary and Administrative Assistant Swider for review and distribution (0.3). K. BROWN	3.00 hrs.	125.00/hr	\$375.00
08/07/02	Prepare correspondence regarding posting of payment and e-mail to A/R Specialists. K. BROWN	0.30 hrs.	125.00/hr	\$37.50
08/07/02	Review Mr. Port's detailed payment spreadsheet and edit the outstanding invoices database. K. BROWN	1.30 hrs.	125.00/hr	\$162.50
08/09/02	Review, edit, and send June fee application to Delaware counsel. D.M. CLEARY	1.30 hrs.	290.00/hr	\$377.00
08/19/02	Search for recent filings on PACER (8-5-02 through 8-16-02) and review findings. K. BROWN	0.50 hrs.	125.00/hr	\$62.50
08/19/02	Review billing report and modify per recent filings (1.4); prepare correspondence containing the revised billing report and e-mail to Attorneys Cleary and Hawkins for review (0.3). K. BROWN	1.70 hrs.	125.00/hr	\$212.50

W. R. Grace & Co.

September 18, 2002
Invoice 523731 Page 2

08/20/02	Review correspondence regarding July 2002 invoices (0.3); draft correspondence regarding July 2002 invoices (0.3); organize and file invoices (0.4). K. BROWN	1.00 hrs.	125.00/hr	\$125.00
08/21/02	Meet with Attorney Cleary to discuss the status of recent filings of CNOs per the Amended Order (0.4); review and revise September 2001 2nd quarterly filing documents (2.6); review and revise December 2001 3rd quarterly filing documents (2.3); review invoices, compile and create July 2002 monthly fee application documents (2.1). K. BROWN	7.40 hrs.	125.00/hr	\$925.00
08/22/02	Meet with Attorney Cleary for his review of the final September 2001 quarterly filing, December 2001 quarterly filing, July 2002 fee application and July 2002 fee application correspondence to Ms. Duff (1.0); modify outstanding invoices database (1.0); prepare final documents for Mr. Carickhoff and Mr. Smith (0.7). K. BROWN	2.70 hrs.	125.00/hr	\$337.50
08/22/02	Review, scan and organize the September 2001 quarterly filing, December 2001 quarterly filing, July 2002 fee application and July 2002 invoices correspondence to Ms. Duff. K. BROWN	1.60 hrs.	125.00/hr	\$200.00
08/23/02	Burn CD containing September 2001 Quarterly Filing and December 2001 Quarterly Filing and federal express to Mr. Carickhoff, Jr. K. BROWN	0.50 hrs.	125.00/hr	\$62.50
08/28/02	Review correspondence from Mr. Smith regarding new categories. K. BROWN	0.30 hrs.	125.00/hr	\$37.50
08/28/02	Meet with Attorney Cleary to discuss Mr. Smith's new categories and how do they apply to Nelson, Mullins. K. BROWN	0.40 hrs.	125.00/hr	\$50.00

Fees for Legal Services..... \$3,702.00

BILLING SUMMARY

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
D.M. CLEARY	1.30	290.00	377.00
K. BROWN	26.60	125.00	3,325.00
TOTAL	27.90	132.69	3,702.00

CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED

08/06/2002	Telephone 1-617-498-4402	0.23
08/22/2002	VENDOR: Federal Express; INVOICE#: 647088495; DATE: 08/22/2002 - 07/15/02	20.28
08/22/2002	Photocopies 1260 Page(s)	63.00
Total Charges for Other Services Provided/Expenses Incurred.....		\$83.51

W. R. Grace & Co.

September 18, 2002
Invoice 523731 Page 3**DISBURSEMENT SUMMARY**

<u>Description</u>	<u>Dollars</u>
Photocopies	63.00
Federal Express	20.28
Telephone	0.23
TOTAL	<u>\$83.51</u>

Net current billing for this invoice..... **\$3,785.51**

W. R. Grace & Co.

September 18, 2002
Invoice 523731 Page 4**REMITTANCE COPY**

Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE
 NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
 P.O. DRAWER 11009
 COLUMBIA, SOUTH CAROLINA 29211-1070
 TELEPHONE (803) 799-2000

For Services Through 08/31/02

Our Matter # 02399/06091
 Fee Applications

Fees for Professional Services	\$3,702.00
Charges for Other Services Provided/Expenses Incurred	\$83.51

Net current billing for this invoice.....	<u>\$3,785.51</u>
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WIRING INSTRUCTIONS

Account Name: Nelson Mullins Riley & Scarborough, L.L.P.
 Columbia Operating Account
ABA#: 053200666
Account #: 04032 24077 01
Bank: National Bank of South Carolina (NBSC), Sumter, SC

ACCOUNTS RECEIVABLE RECAP

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
514768	07/23/2002	5,866.44	5,866.44
518011	08/15/2002	8,627.57	8,627.57
523731	09/18/2002	3,785.51	3,785.51
TOTAL A/R BALANCE			\$18,279.52

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139(JKF)
) (Jointly Administered)
)
Debtors.)

VERIFICATION

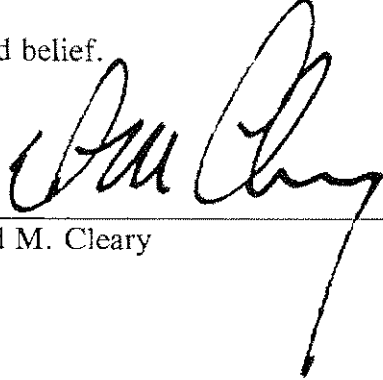
David M. Cleary, after being duly sworn according to law, deposes and says as follows:

1. I am a partner with the applicant firm, Nelson Mullins Riley & Scarborough, L.L.P and I am a member in good standing of the bars of the State of South Carolina and the State of New York.
2. I have personally performed certain of, and overseen the legal services rendered by Nelson Mullins Riley & Scarborough, LLP as special litigation and environmental

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

counsel to the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.



David M. Cleary

SWORN to and subscribed before me

this 26 day of September, 2002



Notary Public for South Carolina (L.S.)

My Commission Expires: 2/21/2012